

APPLICATION FOR CERTIFICATE OF AUTHORITY

OF

S. T. INC.

To the Secretary of State
of the State of Texas:

Pursuant to the provisions of Article 8.05 of the Texas Business Corporation Act, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is S. T. INC.

2. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this State is S. Towing Company, Inc.

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 10/14/68 and the period of its duration is perpetual.

5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth St., Wilmington, Delaware 19899

6. The address of its proposed registered office in your State is Republic National Bank Building,
c/o C T Corporation System, Dallas, Texas 75201
and the name of its proposed registered agent in your State at that address is C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in your State are:

Transportation of freight for hire by water.

8. The names and respective addresses of its directors and officers are:

NAME	OFFICE	ALL AT 63101 ADDRESS
W. J. Barta	President & Dir.	411 N. 7th St., St. Louis, Missouri
F. P. Nykiel	Vice-Pres. & Dir.	411 N. 7th St., St. Louis, Missouri
F. J. Grindler, Jr.	Sec. Treas. & Dir.	411 N. 7th St., St. Louis, Missouri
W. S. Walch	Assistant Secretary	705 Olive St. St. Louis, Mo.

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common	--	\$1.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common	--	\$1.00

11. The amount of its stated capital is \$ 1,000.00

12. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

13. This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Dec 9, 1968

S. T. INC.

By

Its

President

and

Its

Secretary

STATE OF Missouri

CITY

COUNTY OF St. Louis

I, Rita Krapp, a notary public, do hereby certify that on this 09 day of December, 1968, personally appeared before me W. J. Barta, who being by me first duly sworn, declared that he is the President of S. T. INC., that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

(Notarial Seal)

Notary Public

Notary for the County of St. Louis
which adjoins the City of St. Louis
My Commission expires April 23, 1972

ANTI-TRUST AFFIDAVIT

STATE OF MISSOURI
CITY
~~UNKNOWN~~ OF ST. LOUIS

Before me, the undersigned authority, on this day personally appeared _____

W. J. Barta who being by me duly sworn, deposes and says:

That the S. T. INC. D/B/A S. TOWING COMPANY, INC. is not a trust or organization in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restriction in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figures, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the above named corporation has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquired the shares or certificates of stocks or bonds, franchises or other rights or the physical properties or any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreements or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the above named corporation has, within his knowledge, during the said twelve months, made on behalf of it or for its benefits, any such contract or agreement as is specified in this affidavit.

W. J. Barta

Sworn to and subscribed before me, this the 9th day of December A. D., 19 68

Beta K. Hoff

(SEAL)

Notary Public in and for City of St. Louis
Notary for the County of St. Louis
which adjoins the City of St. Louis
My Commission Expires April 26, 1972

NOTE—The above affidavit must be subscribed and sworn to by the president or vice-president or secretary or treasurer or two of the directors of the corporation applying for permit.

CERTIFICATE OF INCORPORATION

OF

S. T. Inc.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the Corporation is S. T. Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Except as may be otherwise provided by law, the Corporation may possess and may exercise all powers and privileges, together with any powers incident thereto, which are necessary or convenient to the conduct, promotion or attainment of such purpose.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock and the par value of each of said shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000).

FIFTH: The name and mailing address of each of the incorporators is as follows:

Name: W. S. Walch
Thompson Mitchell Douglas & Neill
705 Olive Street
St. Louis, Missouri 63101

Name: W. D. Wells
Thompson Mitchell Douglas & Neill
705 Olive Street
St. Louis, Missouri 63101

SIXTH: The powers of the incorporators shall cease upon the filing of this Certificate of Incorporation, and the initial Board of Directors shall consist of the following persons who shall hold office until the first annual meeting of stockholders or until their successors are elected and qualify.


<u>Name</u>	<u>Mailing Address</u>
W. J. Barta	411 North Seventh Street St. Louis, Missouri 63101
F. P. Nykiel	411 North Seventh Street St. Louis, Missouri 63101
F. J. Grindler, Jr.	411 North Seventh Street St. Louis, Missouri 63101


After the election and qualification of new or additional directors, the Board of Directors shall consist of the number of persons, not less than three, stated in the By-laws.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby authorized to make, alter or repeal the By-laws of the Corporation.

EIGHTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 7th day of October, 1968.


W. S. Walch


W. D. Wells

STATE OF MISSOURI)

) SS.

CITY OF ST. LOUIS)

Be it remembered that on the 7th day of October, 1968, personally came before me, a Notary Public for the State of Missouri, W. S. Walch and W. D. Wells, the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged said Certificate to be the act and deed of the signers respectively and that the facts stated therein are true.

Given under my hand and seal of office the day and year
aforesaid.

My Commission Expires October 27, 1970

Janore Hulm
Notary Public



LENORE HULEN
NOTARY PUBLIC
CITY OF ST. LOUIS, MO.

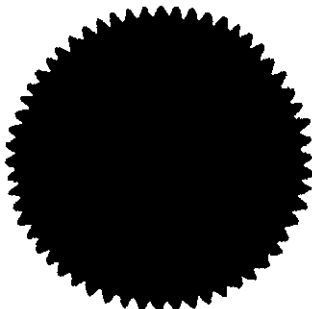
State of Delaware



Office of Secretary of State.

I, Elisha C. Duken, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "S. T. INC.", as received and filed
in this office the fourteenth day of October, A.D. 1968, at 10 o'clock
A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this second day
of December in the year of our Lord
one thousand nine hundred and sixty-eight.



Elisha C. Duken

Secretary of State

L. F. Hanna

Asst Secretary of State

CERTIFICATE OF ASSUMED NAME

TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:

Pursuant to Article 8.03, Texas Business Corporation Act, the undersigned corporation does hereby certify the following facts:

1. The true name of the corporation as recorded in the State of incorporation is S. T. INC.
2. The corporation is applying for a Certificate of Authority to transact business in Texas and finds that its name is identical, or deceptively similar, to a corporate name which is reserved, registered or being used by an existing corporation.
3. The assumed name which the corporation elects to use in Texas is S. Towing Company, Inc.
4. The corporation will conduct or transact all of its business in Texas under such assumed name, and will file an assumed name certificate pursuant to Article 5924, Revised Civil Statutes, in each Texas county where it conducts or transacts business.

S. T. INC.

Corporate Name

X W. J. Barta
Authorized Officer

W. J. Barta

Title

STATE OF Missouri

CITY OF St. Louis

SS:

I, Rita Krapf, a notary public do hereby certify that on this 9th day of December, 1968, personally appeared before me W. J. Barta, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document in the capacity therein stated, and that the statements therein contained are true.

Rita Krapf
Notary Public

Notary for the County of St. Louis
which adjoins the City of St. Louis
Commission Expires April 26, 1972

TEXAS-888-963-(1)